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Exhibits: None

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS  
C.A. No. 03-12589-GAO

M2 CONSULTING, INC., )  
Plaintiff )  
 )  
 )  
vs. )  
 )  
 )  
MRO SOFTWARE, INC., )  
Defendant )

**DEPOSITION of NORMAN DRAPEAU,**  
a witness called on behalf of the  
Plaintiff, pursuant to the applicable  
provisions of the Federal Rules of  
Civil Procedure, before Judith R. Sidel,  
Professional Court Reporter and Notary  
Public, in and for the Commonwealth of  
Massachusetts, at the Office of Fee,  
Rosse & Lanz, P.C., 321 Boston Post  
Road, Sudbury, Massachusetts 01776, on  
Wednesday, December 7, 2005, commencing  
at 10:15 a.m.

\* \* \* \*

SHEA COURT REPORTING SERVICES  
ONE UNION STREET, SECOND FLOOR  
BOSTON, MASSACHUSETTS 02108-2408

1 hosting of MAXIMO?

2 A. Yes.

3 Q. Can you tell me when you first considered  
4 that?

5 A. No, I don't recall.

6 Q. Do you recall the year?

7 A. No.

8 Q. Just so I am clear, do you have any  
9 recollection as to whether you first  
10 considered that in 1999 or 2003?

11 A. It would have been much before 1999.

12 Q. What caused you to consider hosting as  
13 a strategic issue prior to 1999?

14 A. It was a relatively pronounced, predicted  
15 trend in the computing industry.

16 Q. And what type of consideration did you  
17 give to it at that point?

18 A. Well, I think, you know, any software  
19 company would look at that trend and say,  
20 you know, is it a threat to our business,  
21 or is it a way for us to grow our  
22 business? So we examined the potential  
23 outcomes, obviously more focused on what  
24 we thought the market conditions might be

1 understand that that was Mr. Bevington's  
2 view?

3 A. It was a discussion with him. I don't  
4 recall where.

5 Q. And do you recall what he said to you  
6 about that issue in that discussion?

7 A. I believe that he was expressing, you  
8 know, the desire for us to support what  
9 Ray wanted. And that he felt that he  
10 was not getting the attention that it  
11 required throughout the organization.

12 Q. And what's your memory of what Ray  
13 wanted?

14 A. My understanding of what Ray wanted was  
15 when a customer said or an RFP came in  
16 and said, Do you provide hosting, he  
17 wanted to be able to answer that, Yes,  
18 and have a legitimate offering. Answer  
19 that truthfully, and be able to deliver  
20 that if the customer wanted that.

21 Q. Was it your understanding that through  
22 this relationship with M2, Ray was able  
23 to check off that box, and say he offered  
24 a viable MAXIMO hosting alternative?

1 A. Yes.

2 Q. And did Mr. Bevington indicate that Ray  
3 Miciek had said or done anything to lead  
4 him to believe that there would be a more  
5 active type of sales support for M2's  
6 hosting of MAXIMO in this discussion that  
7 we're talking about?

8 A. No.

9 Q. Did he say anything to you about where  
10 his expectation for more aggressive sales  
11 support from MRO came from?

12 A. No, not that I recall. I mean, he spoke  
13 in generalities. We've got to get this  
14 thing going. We got to get it roled  
15 out. Wouldn't you agree that we got to  
16 put some momentum behind this? There  
17 wasn't any I want X, Y or Z to me.

18 Q. And when he was speaking to you in  
19 these generalities, did you have any  
20 understanding as to what, specifically,  
21 he was talking about?

22 A. In general, I surmised that he wanted  
23 much more aggressive attention from our  
24 sales force, yes.

1 Q. What did you say back during this  
2 conversation when he was --

3 A. That's what I said. You've got it  
4 backwards. If you view us to be --  
5 if you view our channel to be your  
6 competitive advantage, then you've got  
7 it backwards, because we're handing you  
8 a lead. By definition you become the  
9 channel when you get the lead, and the  
10 reason we're handing you the lead is,  
11 because we can't cost effectively pursue  
12 that any further for the amount of money  
13 that we would get for it, but we would  
14 rather it go to you than the bad guys.

15 Q. Datastream?

16 A. Datastream was one of many low-end  
17 competitors that a customer could have  
18 acquired a low-end product.

19 Q. Was Indus also one of those?

20 A. No.

21 Q. Were they higher end?

22 A. They were more focused on the electric  
23 utility space, yes.

24 Q. When you said this to Mr. Bevington in